

SIGNED.



Dated: March 01, 2006

Sarah S. Curley

SARAH S. CURLEY
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In Re
GTI CAPITAL HOLDINGS, L.L.C., an
Arizona limited liability company dba
ROCKLAND MATERIALS,

Debtor.

G.H. GOODMAN INVESTMENT
COMPANIES, an Arizona limited liability
company,

Debtor.

Chapter 11

Case Nos. 03-07923-SSC through 03-
07924-SSC

Jointly Administered

AMENDED ORDER RE:
MEMORANDUM DECISION

This matter came before the Court pursuant to Comerica's Motion To Alter Or Amend Surcharge Decision And Corresponding Surcharge Order dated December 1, 2005 (the "Motion"). The Court's findings of facts and conclusions of law in support of its decision with respect to the Motion were stated on the record at the hearing conducted on January 12, 2006. The Court incorporates those findings of fact and conclusions of law as part of this Amended Order. Although other issues were addressed at the January 12, 2006 hearing, the Court has focused on the specific findings of fact that Comerica wished to have amended.

First, Comerica challenges the following factual finding: "The Examiner became convinced, in September to October 2003, that he would be lucky to sell the Debtors' assets above the \$12,000,000 to \$14,000,000 range. [12/8/04 EMTTr., p. 147] Since the approximate

1 amount of Comerica's debt was at least \$17,000,000 at the time, the Court concludes that
2 Comerica was undersecured as early as October 2003." Surcharge Decision, p. 14:7-11.

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4 This factual finding should be replaced with the following language:

5 "The Examiner became convinced, in September to October 2003, that he would
6 be lucky to sell the debtors' assets above the amount that was due and owing to
7 Comerica. At trial, the Examiner testified he was of the view in October 2003
8 that he would have been ecstatic if these assets had sold in the \$12,000,000 to
9 \$14,000,000 range. [12/8/04 EMMTr., pp.146-147] Since the approximate
10 amount of Comerica's debt was at least \$17,000,000 at the time, the Court
11 concludes that Comerica was undersecured as early as October 2003."

12 Second, Comerica challenges this factual finding: "Indeed at the October 15, 2003
13 hearing on the Expansion Motion, Comerica did not object to, nor controvert, the testimony of
14 the Examiner which reflected that the Debtors' assets had a range in value of only \$12,000,000
15 to \$14,000,000. [12/8/04 EMTTr., p. 147.]" Surcharge Decision, pp. 53:22-54:1.

16 This factual finding should be replaced with the following language:

17 "As noted above, the Examiner testified at trial he was of the view in October
18 2003 that he would have been ecstatic if these assets had sold in the \$12 to \$14
19 million range. Comerica did not object to, nor controvert, this testimony by the
20 Examiner. To the contrary, at the October 15, 2003 hearing on the Expansion
21 Motion, Comerica's counsel called the Examiner as a witness in support of the
22 Expansion Motion. During that hearing, the Examiner testified at length about
23 the operating problems of the Debtors, focusing in particular on: (i) the losses
24 from September 2003; (ii) the fact that a substantial cash infusion was necessary
25 for the Debtors, and (iii) that the assets as of that date were not sufficient to pay
26 Comerica and the administrative expense claimants. [Ex. WWW]"

27 Finally, Comerica challenges this factual finding: "If there was even a scintilla of
28 doubt in Comerica's mind, that was erased at the hearing on the Expansion Motion on October
15, 2003, at which the Examiner made it clear that the assets had a value between \$12,000,000
and \$14,000,000, yet the Comerica debt was approximately \$17,000,000." Surcharge Decision,
pp. 54:20-55:2.

This factual finding should be replaced with the following language:

If there was even a scintilla of doubt in Comerica's mind as to whether it was
undersecured, that doubt was erased for Comerica at the time of the October 15,
2003 hearing on the Expansion Motion. Comerica knew that it was undersecured
at the time since its debt was approximately \$17,000,000.

Based upon the foregoing,

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IT IS ORDERED that the Memorandum Decision, as amended by this Order, shall be the final decision of this Court and incorporated herein.

IT IS FURTHER ORDERED that this Court's Order dated November 21, 2005, is hereby amended by this Order.

IT IS FURTHER ORDERED that Comerica's Motion to Alter or Amend is granted, in part, and denied, in part.

SIGNED AND DATED ABOVE.

SIGNED